

**UCC FINANCING STATEMENT**  
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)  <b>KeyBank National Association</b> <b>KeyBank National Association</b> <b>4910 Tiedeman Road</b> <b>Brooklyn OH USA 44144</b>

Date of Filing : 07/24/2014  
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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME <b>Puget Sound Bike Share</b>				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS <b>500 Yale Avenue, First Floor</b>		CITY <b>Seattle</b>	STATE <b>WA</b>	POSTAL CODE <b>98109</b>
			COUNTRY <b>USA</b>	

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME <b>Pronto! Cycle Share</b>				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS <b>500 Yale Avenue, First Floor</b>		CITY <b>Seattle</b>	STATE <b>WA</b>	POSTAL CODE <b>98109</b>
			COUNTRY <b>USA</b>	

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME <b>KeyBank National Association</b>				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS <b>4910 Tiedeman Road</b>		CITY <b>Brooklyn</b>	STATE <b>OH</b>	POSTAL CODE <b>44144</b>
			COUNTRY <b>USA</b>	

4. COLLATERAL: This financing statement covers the following collateral:

**All Corporate and business assets, properties and rights of the Grantors wherever located, whether now owned or hereafter acquired or arising, and all proceeds, products, and accessions thereof, including, without limitation. (a) Accounts, (b) Chattel Paper (whether tangible or electronic), (c) Commercial Tort Claims, (d) Deposit Accounts, including the Sponsorship Fee Receivable Collection Account, (e) Documents, (f) Equipment, (g) Fixtures, (h) General Intangibles (including payment intangibles), (i) Instruments (including promossory notes), (j) Investment Property (including all securities), (k) Inventory, (l)**

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:  
☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:  
☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

4. This FINANCING STATEMENT covers the following collateral:

Letter-of-Credit-Rights (whether or not the Letter-of-Credit is evidenced by a writing), (m) Money (including contract rights or rights to the payment of money and income and profits derived from Grantor's operation), (n) Supporting Obligations, (o) any and all rights of Grantor to payment or any kind, including, without limitation, sponsorship fees arising under the Bike Share Sponsorship Agreement for Puget Sound Bike Share by and between Grantor and Group Health Cooperative, and (p) to the extent not listed above as original collateral, proceeds and products of the foregoing